

Execution Version

B 210A (Form 210A) (12/09)

**United States Bankruptcy Court
Southern District of New York**

In re Lehman Brothers Holdings Inc., et al.,

Debtors.

Case No. 08-13555 (JMP)
(Jointly Administered)

PARTIAL TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

HBK Master Fund L.P.
Name of Transferee

Name of Transferor

Name and Address where notices to transferee
should be sent:

Court Claim # (if known): _____

HBK Master Fund L.P.
c/o HBK Services LLC
2101 Cedar Springs Road, Suite 700
Dallas, TX 75201
Attention: Legal Department
FAX: 214-758-1207

Amount of Claim as Filed: _____
Amount of Claim Transferred: _____
Date Claim Filed: _____
Debtor: _____

Phone: _____
Last Four Digits of Acct #: _____

Phone: _____
Last Four Digits of Acct. #: _____

Name and Address where transferee payments
should be sent (if different from above):

Phone: _____
Last Four Digits of Acct #: _____

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I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: _____ Date: _____
Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 Y.S.C. §§ 152 & 3571.

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, Goldman Sachs Lending Partners LLC ("Seller") hereby unconditionally and irrevocably sells, transfers and assigns to HBK Master Fund L.P. ("Purchaser") an undivided interest in **\$3,600,000.00** of Seller's right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claim (as such term is defined in Section 101(5) of the U.S. Bankruptcy Code) against Lehman Brothers Special Financing Inc. (the "Debtor"), the debtor in Case No. 08-13888 pending in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), which is jointly administered under Lehman Brothers Holdings Inc. in Case No. 08-13555 (JMP) (the "Proceedings"), and the relevant portion of any and all proofs of claim, in each case as evidenced by Proof of Claim No. 66653 (which amended claim number 14213) (the "Claim"), filed with the Bankruptcy Court in respect of the Claim. The Claim was transferred to Seller as evidenced by Docket Number 10664 in the Proceedings.

Seller hereby waives any objection to the transfer of the Claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law with respect to such transfer. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser the foregoing Claim, recognizing Purchaser as the sole owner and holder of the Claim, and directing that all payments or distributions of money or property in respect of the Claim be delivered or made to Purchaser.

IN WITNESS WHEREOF, this EVIDENCE OF PARTIAL TRANSFER OF CLAIM is executed this ___ day of _____, 2010.

GOLDMAN SACHS LENDING PARTNERS LLC ✓

By: _____
Name:
Title:

Wendy Myers
Authorized Signatory

HBK MASTER FUND L.P. ✓

By: _____
Name:
Title:

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

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IN WITNESS WHEREOF, this EVIDENCE OF PARTIAL TRANSFER OF CLAIM is executed
this ____ day of _____, 2010.

GOLDMAN SACHS LENDING PARTNERS LLC

By: _____
Name:
Title:

HBK MASTER FUND L.P. By: **HBK Services LLC**
Investment Advisor

By: 
Name: **J. Baker Gentry, Jr.**
Title: **Authorized Signatory**

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A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001(e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

HBK Master Fund L.P.

Name of Transferee

Goldman Sachs Lending Partners LLC

Name of Transferor

Name and Address where notices to transferee
should be sent:

HBK Master Fund L.P.
c/o HBK Services LLC
2101 Cedar Springs Road, Suite 700
Dallas, TX 75201
Attention: Legal Department
FAX: 214-758-1207

Court Claim # (if known): 66655
(which claim amended claim number 14212)

Amount of Claim as Filed: 264,000,000.00

Amount of Claim Transferred: 3,600,000.00

Date Claim Filed: May 20, 2010

Debtor: Lehman Brothers Holdings Inc.

Phone: _____

Last Four Digits of Acct #: _____

Phone: _____

Last Four Digits of Acct. #: _____

Name and Address where transferee payments
should be sent (if different from above):

Phone: _____

Last Four Digits of Acct #: _____

Execution Version

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By: /s/ J.R. Smith Date: 11/22/2010
Transferee/Transferee's Agent

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 Y.S.C. §§ 152 & 3571.

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

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Seller hereby waives any objection to the transfer of the Claim to Purchaser on the books and records of the Debtor and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law with respect to such transfer. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser the foregoing Claim, recognizing Purchaser as the sole owner and holder of the Claim, and directing that all payments or distributions of money or property in respect of the Claim be delivered or made to Purchaser.

IN WITNESS WHEREOF, this EVIDENCE OF PARTIAL TRANSFER OF CLAIM is executed this ____ day of _____, 2010.

GOLDMAN SACHS LENDING PARTNERS LLC ✓

By: 

Name:

Title:

Wendy Myers
Authorized Signatory

HBK MASTER FUND L.P. ✓

By: _____

Name:

Title:

EVIDENCE OF PARTIAL TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

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this ____ day of _____, 2010.

GOLDMAN SACHS LENDING PARTNERS LLC

By: _____
Name:
Title:

HBK MASTER FUND L.P.

By: HBK Services LLC
Investment Advisor

By: 
Name: J. Baker Gentry, Jr.
Title: Authorized Signatory